



## Legislation Text

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### **Draft Resolution - Approval for Directing the General Counsel to Prepare 2021 Proposed Non-Director Election Ballot Item(s) - D Ballard**

**Submitted By:** Sylvia Romero on behalf of Don Ballard

**Department:** General Counsel

**Financial Impact and Cost/Benefit Considerations:** Expenditure of Cooperative funds estimated in the amount of \$0 currently included in the Cooperative's 2021 operating budget; expenditures of staff time estimated in amount of 0 hours (other than ordinary processing requirements).

Section 6.1 of the Election Policy and Procedures provides that:

"The Board may, from time-to-time, submit matters under consideration by the Board to a vote of the Members. The vote in any such Non-Director Election shall be advisory only, except in such cases where a vote of Members is required by law or the PEC Bylaws, such as a vote to amend the PEC Articles of Incorporation. No later than the Regular Board Meeting 5 months prior to an election, the Board will direct the General Counsel to prepare proposed Ballot wording for any items to be put to a vote in a Non-Director Election. Any such matters will be presented by the General Counsel in a way to enhance Member understanding of such measures, including any Board recommendation or position concerning such a vote."

The Board may now wish to consider whether any Non-Director Election(s) items shall be placed on the 2021 election ballot.

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COOPERATIVE** that the General Counsel, or designee, of the Cooperative is directed to prepare proposed ballot wording for consideration by the Board of Directors on the following Non-Director Election matter(s) (as defined in the Cooperative's Election Procedures):

A.) \_\_\_\_\_;

B.) \_\_\_\_\_;

C.) \_\_\_\_\_; and

**BE IT FURTHER RESOLVED** that, in accordance with Section 6.1 of the Election Procedures, the ballot wording will be presented in a way to maximize Members' understanding of the Non-Director Election matter, including any Board recommendation or position concerning the matter; and

**BE IT FURTHER RESOLVED** that the Board votes to [support/oppose] the proposed Non-Director Election matter, and the General Counsel is directed to draft proposed ballot language that reflects the Board's position; and

**BE IT FURTHER RESOLVED** that this proposed Non-Director Election matter shall not be included on the ballot unless and until a majority of the Directors votes to affirmatively place the matter on the ballot and approves the ballot wording.